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SEP 27 2010

AT 8:30
WILLIAM T. WALSH M
CLERK

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

HOWARD CHARATZ, Individually)	No. 3:05-cv-02319-MLC-TJB
and On Behalf of All Others Similarly)	(Consolidated)
Situated,)	
)	<u>CLASS ACTION</u>
Plaintiff,)	
)	ORDER APPROVING PLAN OF
vs.)	ALLOCATION
)	
AVAYA, INC., et al.,)	DATE: September 27, 2010
)	TIME: 1:00 p.m.
Defendants.)	COURTROOM: The Honorable
)	Mary L. Cooper

This matter having come before the Court on September 27, 2010, on Lead Plaintiffs' motion for approval of the Plan of Allocation of the settlement proceeds in the above-captioned action; the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. For purposes of this Order, the terms used herein shall have the meanings as set forth in the Stipulation of Settlement dated as of March 31, 2010 (the "Stipulation"), and filed with the Court.

2. Pursuant to and in full compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to all persons who are Class Members who could be identified with reasonable effort, advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to all persons and entities who are Class Members to be heard with respect to the Plan of Allocation.

3. The Court finds and concludes that the formula for the calculation of the claims of Authorized Claimants which is set forth in the Notice of Proposed Settlement of Class Action (the "Notice") sent to Class Members, provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund established by the Stipulation among the Class Members, with due consideration having been given to administrative convenience and necessity. This Court finds and

concludes that the Plan of Allocation, as set forth in the Notice, is, in all respects, fair and reasonable and the Court approves the Plan of Allocation.

IT IS SO ORDERED.

DATED: SEPT. 27, 2010

Mary L. Cooper
THE HONORABLE MARY L. COOPER
UNITED STATES DISTRICT JUDGE